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*Attorneys for Plaintiffs Oracle USA, Inc.,
 Oracle America, Inc., and Oracle
 International Corp.*

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

ORACLE USA, INC.; a Colorado corporation;
 ORACLE AMERICA, INC.; a Delaware
 corporation; and ORACLE INTERNATIONAL
 CORPORATION, a California corporation,

Plaintiffs,

v.

RIMINI STREET, INC., a Nevada corporation;
 and SETH RAVIN, an individual,

Defendants.

Case No. 2:10-cv-0106-LRH-VCF

**DECLARATION OF PAUL D.
 CLEMENT IN SUPPORT OF
 ORACLE'S MOTION FOR
 ATTORNEYS' FEES ON APPEAL**

PUBLIC REDACTED VERSION

1 I, Paul D. Clement, declare as follows:

2 1. I am a partner at Kirkland & Ellis LLP and one of the lead attorneys who
3 represented Plaintiffs Oracle USA, Inc., Oracle America, Inc., and Oracle International
4 Corporation (“Oracle” or “Plaintiffs”) in this action on appeal before the Ninth Circuit, *Oracle*
5 *USA Inc. et al. v. Rimini Street, Inc.*, No. 18-16554. I submit this declaration in support of
6 Oracle’s motion for attorneys’ fees on appeal in the above-captioned lawsuit.

7 2. I have been involved in this matter since 2016, when Oracle retained Kirkland &
8 Ellis LLP (“K&E”) to represent Oracle against Rimini in the first appeal, consolidated Case Nos.
9 16-16832 and 16-16905. Based on my work on this matter, my involvement in billing on this
10 matter, and my review of the files and records in this matter, I have firsthand knowledge of the
11 contents of this declaration, except where otherwise noted as based on information and belief, and
12 I could testify thereto.

13 Exhibits

14 3. Attached as Exhibit 1 are excerpts of true and correct copies of K&E’s bills for
15 August 2018, September 2018, November 2018 through April 2019, and June 2019 for K&E’s
16 work on the second appeal in this matter. Time entries for which Oracle does not seek
17 reimbursement have been omitted or redacted from these excerpted invoices.

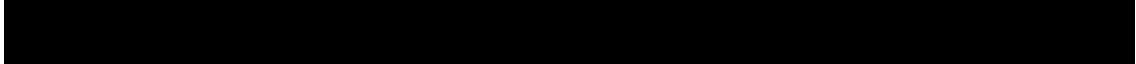
18 4. Attached as Exhibit 2 is a summary of the number of unredacted hours that each
19 K&E attorney and legal support staff billed in these excerpted invoices, along with the dollar
20 amounts billed for those hours for which Oracle seeks reimbursement.

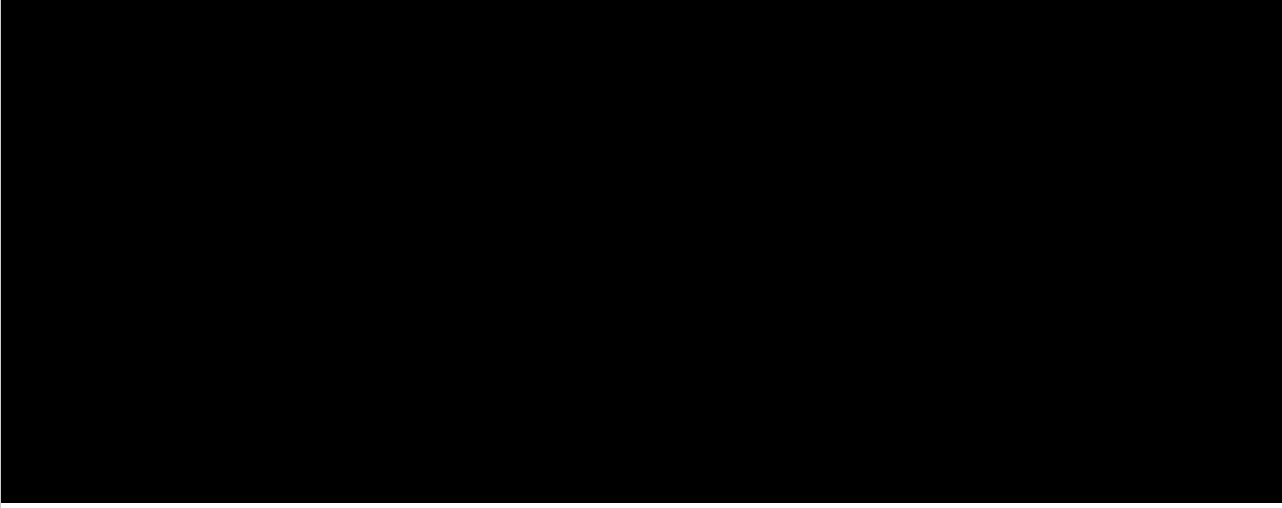
21 K&E Fees and Billing Practices

22 5. K&E’s work on the appeal began in August 2018.

23 6. K&E has not yet invoiced Oracle on this matter for time in July 2019, August
24 2019, or September 2019. I estimate that the total of entries from each of those bills for which
25 Oracle will seek reimbursement will total approximately \$139,000, \$11,000, and at least \$10,000,
26 respectively. I understand that the Court previously permitted Oracle to submit supplemental
27 invoices in its previous motion for attorneys’ fees, and that Oracle may seek to do so again here,
28 if so permitted.

1 7. Oracle paid the amounts due for all bills attached as excerpts to Exhibit 1, for the
2 amounts described in those bills and summarized in Exhibit 2.

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4 9. The summary in Exhibit 2 does not include amounts that were paid and invoiced
5 for block-billed entries where all or part of the description of the work related to work other than
6 the appeal or this motion for attorneys' fees, or where all or part of the description needed to be
7 redacted due to privilege or other reasons.

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16 12. Oracle's in-house counsel have been directly involved in this matter since its
17 inception. They have supervised our work and reviewed our bills, and have often asked questions
18 about our bills. In some instances they have asked that we write off time spent on certain tasks,
19 though no write-offs were requested with respect to work on this matter relating to Rimini's 2018
20 appeal or to Oracle's Motion for Attorneys' Fees in the August 2018 to June 2019 time period.

21 13. In connection with Oracle's Motion, I personally reviewed the billing records
22 again for this case and I obtained the further assistance of other lawyers on the team to review
23 them. All timekeepers track their time by the day to the nearest tenth of an hour. Based on my
24 review and involvement in this matter, the time billed by K&E attorneys and other timekeepers
25 on this matter was reasonable in light of the needs of the case and the complexity of the issues.

26 **K&E's Timekeepers**

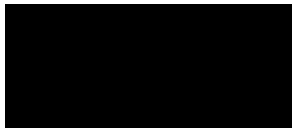
27 14. I am a partner at Kirkland & Ellis LLP. After graduating from Harvard Law
28 School in 1992, I clerked for Judge Laurence Silberman (1992-1993) and for Justice Antonin

1 Scalia (1993-1994). I was admitted to the bar of Virginia in 1994, and have practiced
 2 continuously since then. I have also been admitted to the bars of the District of Columbia (1996),
 3 the Supreme Court (2000), and Wisconsin (2003). Following my admission to the Virginia Bar, I
 4 served as the Chief Counsel of the Senate Judiciary's Subcommittee on the Constitution,
 5 Federalism, and Property Rights. Upon leaving the Senate Judiciary Subcommittee, I joined King
 6 & Spalding, where I was a partner and the head of the firm's appellate practice. Since 1998, I
 7 have also taught law in various capacities, most recently as an Adjunct Professor of Law at
 8 Georgetown University Law Center, where I teach a seminar on the separation of powers. I am
 9 also a Senior Fellow of the Center's Supreme Court Institute. In addition to teaching, I have
 10 written on topics relating to the Supreme Court and appellate advocacy, and have done so for over
 11 a decade. I also speak regularly on the Supreme Court and appellate advocacy. From 2005 to
 12 2008, I served as the Solicitor General of the United States. Before my confirmation to that role,
 13 I had served as the Acting Solicitor General for nearly a year, and before that, as the Principal
 14 Deputy Solicitor General for three years. Over my career, I have argued nearly 100 cases in the
 15 Supreme Court of the United States, and have argued more Supreme Court cases this millennium
 16 than any other lawyer—in or out of government. Those cases include *McConnell v. FEC*,
 17 *Tennessee v. Lane*, *Rumsfeld v. Padilla*, *Credit Suisse v. Billing*, *United States v. Booker*, *MGM v.*
 18 *Grokster*, *ABC v. Aereo*, and *Hobby Lobby v. Burwell*. Many of my Supreme Court
 19 representations were undertaken pro bono, including *Bond v. United States* (twice), *Nebraska v.*
 20 *Parker*, *Adoptive Couple v. Baby Girl*, and *Sekhar v. United States*. My law practice specializes
 21 in high-stakes appellate litigation. I am currently admitted to the Supreme Court of the United
 22 States and every federal appellate court in the United States. Given my unique background and
 23 specialized skills in appellate litigation, [REDACTED]

24 [REDACTED]. A summary of the time I spent on this matter and the value of that work is contained in
 25 Exhibit 2 hereto. My hourly rates for this matter (after any applicable discount) were as follows:

26 [REDACTED]
 27 [REDACTED]
 28 15. **Erin Murphy** is a partner in the Washington, D.C., office of Kirkland & Ellis

1 LLP. Her practice focuses on Supreme Court, appellate, and constitutional litigation. She has
 2 argued four cases before the Supreme Court, including successfully arguing *McCutcheon v. FEC*,
 3 for which she was named American Lawyer's "Litigator of the Week"; successfully arguing on
 4 behalf of the U.S. House of Representatives in *Texas v. United States*; and successfully arguing
 5 on behalf of the Wisconsin State Legislature in *Gill v. Whitford*. Ms. Murphy has been
 6 recognized by the National Law Journal as one of the nation's "Outstanding Women Lawyers"
 7 and a "Rising Star"; has been ranked by Chambers & Partners as one of the nation's top appellate
 8 lawyers; has been listed as a "Rising Star" for appellate litigation by Law360; has been
 9 recognized by The Legal 500 U.S. for her appellate work; has been listed in The Best Lawyers in
 10 America for appellate practice; and was one of 10 lawyers featured on LinkedIn's list of "Top
 11 Professionals 35 and Under." A summary of the time Ms. Murphy spent on this matter and the
 12 value of that work is contained in Exhibit 2 hereto. Her hourly rates for this matter (after any
 13 applicable discount) were as follows:

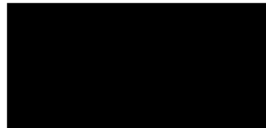


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 16 16. **Amy Oberdorfer Nyberg** is of counsel in the Washington, D.C., office of
 17 Kirkland & Ellis LLP. Her practice focuses on Supreme Court and appellate litigation and
 18 strategic counseling. Ms. Nyberg's broad experience includes litigation before the U.S. Supreme
 19 Court, federal appellate courts, and state and federal trial courts. She has represented clients on
 20 constitutional law and statutory interpretation issues, bankruptcy, international trade, and price-
 21 fixing. She also advises corporate clients on strategy and compliance. Beyond her law practice,
 22 Ms. Nyberg has counseled clients on trade policy and communications. Ms. Nyberg worked on
 23 the White House's China Trade Relations Working Group, as well as at the Office of the U.S.
 24 Trade Representative and the Department of Commerce. In those positions from 1998 to early
 25 2001, she contributed to development and implementation of U.S. trade policy, including
 26 normalization of trade relations with China, bilateral trade issues with the European Union,
 27 Africa, and India, and World Trade Organization negotiations and disputes. Ms. Nyberg, a
 28 *magna cum laude* graduate of the Georgetown University Law Center, clerked for Judge David S.

1 Tatel on the U.S. Court of Appeals for the D.C. Circuit. A summary of the time Ms. Nyberg
2 spent on this matter and the value of that work is contained in Exhibit 2 hereto. Her hourly rates
3 for this matter (after any applicable discount) were as follows:



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5 17. **Matthew D. Rowen** is a litigation associate in the Washington, D.C., office of
6 Kirkland & Ellis LLP. His practice focuses on appellate and Supreme Court litigation. Mr.
7 Rowen has drafted appellate briefs in a variety of substantive areas, including constitutional law,
8 administrative law, intellectual property, labor and employment, products liability, and securities
9 law. Mr. Rowen has also co-authored a number of briefs in the Supreme Court, including the
10 successful merits briefs in *Encino Motorcars, LLC v. Navarro*, 138 S. Ct. 1134 (2018), and
11 *California Public Employees' Retirement System v. ANZ Securities*, 137 S. Ct. 2042 (2017). Mr.
12 Rowen, a *magna cum laude* graduate of Harvard Law School, clerked for Judge David J. Barron
13 on the U.S. Court of Appeals for the First Circuit and Judge Paul J. Watford on the U.S. Court of
14 Appeals for the Ninth Circuit. A summary of the time Mr. Rowen spent on this matter and the
15 value of that work is contained in Exhibit 2 hereto. His hourly rates for this matter (after any
16 applicable discount) were as follows:



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19 18. **Ashley Britton** is the Appellate Advisor for the Supreme Court and appellate
20 litigation practice in the Washington, D.C., office of Kirkland & Ellis LLP. A summary of the
21 time Ms. Britton spent on this matter and the value of that work is contained in Exhibit 2 hereto.
22 Ms. Britton's hourly rates for this matter (after any applicable discount) were as follows:



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25 19. **Aviana Clair Vergnetti** is a Paralegal at Kirkland & Ellis LLP. A summary of
26 the time Ms. Vergnetti spent on this matter and the value of that work is contained in Exhibit 2
27 hereto. Ms. Vergnetti's hourly rates for this matter (after any applicable discount) were as
28 follows:

1 [REDACTED]
2 [REDACTED]
3 20. **Harry Hild** is a Paralegal at Kirkland & Ellis LLP. A summary of the time Mr.
4 Hild spent on this matter and the value of that work is contained in Exhibit 2 hereto. Mr. Hild's
5 hourly rates for this matter (after any applicable discount) were as follows:

6 [REDACTED]
7 [REDACTED]
8 I executed this declaration on September 20, 2019 in Washington, D.C. I declare under
9 penalty of perjury under the laws of the United States that the foregoing is true and correct.
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13 /s/ Paul D. Clement

14 Paul D. Clement
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CERTIFICATE OF SERVICE

I hereby certify that on the 20 day of September 2019, I electronically transmitted the foregoing **DECLARATION OF PAUL D. CLEMENT IN SUPPORT OF ORACLE'S MOTION FOR ATTORNEYS' FEES ON APPEAL** to the Clerk's Office using the CM/ECF System for filing and transmittal of a Notice of Electronic Filing to all counsel in this matter; all counsel being registered to receive Electronic Filing.

DATED: September 20, 2019

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ John A. Polito

John A. Polito

Attorneys for Plaintiffs Oracle USA, Inc.,
Oracle America, Inc., and Oracle International
Corporation